

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

26142
JAN 20 06 4:00 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

January 20, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (RT-2006-FT), dated as of January 20, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Head Lessor: Sacramento Regional Transit District
1400 29th Street
Sacramento, California 95816

Head Lessee: RT Statutory Trust RT-2006-FT
c/o U.S. Bank National Association
633 West Fifth Street
24th Floor
Los Angeles, California 90071

Mr. Vernon A. Williams
January 20, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

20 railcars bearing Sacramento Regional Transit District reporting marks and road numbers 127 - 136, 201, 210 - 214 and 237 - 240.

A short summary of the document to appear in the index is:

Memorandum of Head Lease Agreement (RT-2006-FT).

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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JAN 20 2006

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SURFACE TRANSPORTATION BOARD Execution Version

MEMORANDUM OF HEAD LEASE AGREEMENT (RT-2006-FT)

Memorandum of Head Lease Agreement (RT-2006-FT), made and entered into on January 20, 2006 by and between **SACRAMENTO REGIONAL TRANSIT DISTRICT**, a public corporation of the State of California, having its principal office at 1400 29th Street, Sacramento, CA 95816 (the "**Head Lessor**"), and **RT STATUTORY TRUST RT-2006-FT**, a Connecticut statutory trust, having its principal place of business at U.S. Bank National Association, 633 West Fifth Street, 24th Floor, Los Angeles, CA 90071, Attention: Corporate Trust Services (the "**Head Lessee**").

WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (RT-2006-FT), dated as of January 20, 2006, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railcars bearing running numbers as listed on Exhibit A attached hereto, subject to the term defined in said Head Lease Agreement (RT-2006-FT).

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Agreement (RT-2006-FT) to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

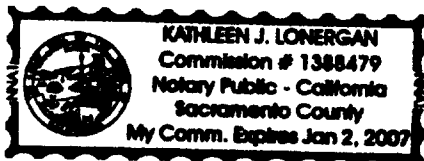
SACRAMENTO REGIONAL TRANSIT
DISTRICT

By: Beverly A. Scott
Beverly A. Scott, Ph.D.
General Manager/CEO

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SACRAMENTO)

On January 18, 2006, before me, KATHLEEN J. LONERGAN personally came Beverly A. Scott, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.

Kathleen Loneragan
Notary Public

My commission expires on _____

HEAD LESSEE:

RT STATUTORY TRUST RT-2006-FT

By U.S Bank National Association, not in its
individual capacity, but solely as Trustee

By: 

Name:

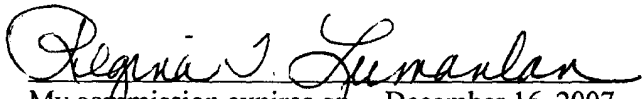
Title:

Paula Oswald
Vice President

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On January 18, 2006 before me, Regina T. Lumanlan the undersigned
notary public in and for said County and State, personally appeared Paula Oswald
personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the
person(s) whose name(s) is subscribed to the within instrument and acknowledged to me
that she executed the same in her authorized capacity(ies), and that by her signature(s) on
the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted,
executed the instrument.

WITNESS my hand and official seal.


My commission expires on December 16, 2007

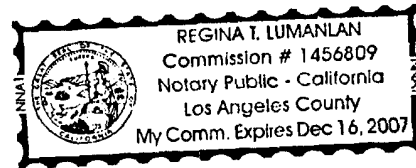


EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Running No.
CAF-200	201
CAF-200	210
CAF-200	211
CAF-200	212
CAF-200	213
CAF-200	214
CAF-200	237
CAF-200	238
CAF-200	239
CAF-200	240
Siemens/Duewag U-2A	127
Siemens/Duewag U-2A	128
Siemens/Duewag U-2A	129
Siemens/Duewag U-2A	130
Siemens/Duewag U-2A	131
Siemens/Duewag U-2A	132
Siemens/Duewag U-2A	133
Siemens/Duewag U-2A	134
Siemens/Duewag U-2A	135
Siemens/Duewag U-2A	136

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/20/06



Robert W. Alvord